

EXHIBIT A

WHITEFORD, TAYLOR & PRESTON LLC

STEPHEN B. GERALD
 DIRECT LINE (302) 357-3282
 DIRECT FAX (410) 223-4178
 SGerald@wtplaw.com

THE RENAISSANCE CENTRE, SUITE 500
 405 NORTH KING STREET
 WILMINGTON, DE 19801-3700
 MAIN TELEPHONE (302) 353-4144
 FACSIMILE (302) 661-7950

DELAWARE*
 DISTRICT OF COLUMBIA
 KENTUCKY
 MARYLAND
 MICHIGAN
 NEW YORK
 PENNSYLVANIA
 VIRGINIA
WWW.WTPLAW.COM
 (800) 987-8705

October 31, 2018

VIA FEDERAL EXPRESS AND EMAIL

Ray C. Schrock, P.C. (ray.schrock@weil.com)
 Jacqueline Marcus (jacqueline.marcus@weil.com)
 Garrett A. Fail (garrett.fail@weil.com)
 Sunny Singh (sunny.singh@weil.com)
 Weil, Gotshal & Manges LLP
 767 Fifth Avenue
 New York, New York 10153

VIA FEDERAL EXPRESS

Sears Holdings Corporation
 Kmart Corporation
 3333 Beverly Road
 Hoffman Estates, Illinois 60179
 Attention: General Counsel

**Re: In re Sears Holdings Corporation, et al. (Case No. 19-25638 (RDD))
 Reclamation Demand of The J.M. Smucker Company
 and Smucker Retail Foods, Inc.**

Dear Sirs and Madam:

This firm represents The J.M. Smucker Company and Smucker Retail Foods, Inc. (together, “Smucker”) with respect to amounts due and owing from one or more of the above referenced-debtors (the “Debtors”) to Smucker.

During the forty-five days prior to the filing of the Debtors’ chapter 11 petitions (the “Reclamation Period”), Smucker sold, and the Debtors received from Smucker, in the ordinary course of the parties’ respective businesses, certain goods, including the goods relating to the invoices identified on the ledger attached hereto as Exhibit A. Copies of the respective invoices are attached hereto as Exhibit B. The value of the outstanding invoices related to goods received by the Debtors during the Reclamation Period is \$84,579.84.

Pursuant to 11 U.S.C. § 546(c)(1) and applicable non-bankruptcy law, Smucker hereby demands reclamation of the goods received by the Debtors from Smucker during the Reclamation Period, as identified herein. Additional documentation in support of this reclamation demand will be made available upon request.

Further, Smucker demands an accounting and inventory from the Debtors of all the goods subject to reclamation by Smucker and that all such goods be segregated from other goods in the Debtors’ possession. Please forward the accounting and inventory to my attention.

Smucker reserves the right to amend or supplement its reclamation demand or to make additional demands or claims at law or in equity, including, but not limited to, an administrative expense claim under 11 U.S.C. § 503(b)(9), or any other provision of the Bankruptcy Code.

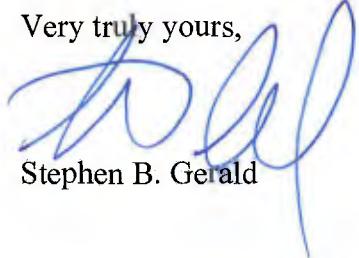
Very truly yours,

Stephen B. Gerald

EXHIBIT A

| <u>Invoice No.</u> | <u>PO No.</u> | <u>Invoice Date</u> | <u>Invoice Amount</u> | <u>Date of Receipt</u> |
|--------------------|---------------|---------------------|-------------------------|------------------------|
| 70185087 | 8275305211 | 9/21/2018 | 40,983.18 | 9/24/2018 |
| 70185088 | 8292262147 | 9/21/2018 | 21,979.20 | 9/24/2018 |
| 70185054 | 8292261340 | 9/21/2018 | 21,617.46 | 9/24/2018 |
| | | <u>TOTAL</u> | <u>84,579.84</u> | |

EXHIBIT B

INVOICE

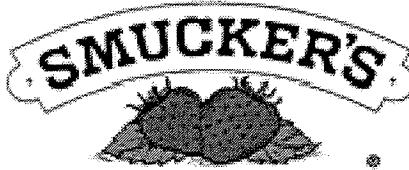


Exhibit A

| Invoice Number | Invoice Date |
|---------------------|--------------|
| 70185087 | 09/21/18 |
| Terms of Sale | |
| 2/15 NET 16 | |
| Customer P.O. | |
| 08275305211 | |
| Requested Del. Date | Order Date |
| 09/24/18 | 09/05/18 |

SOLD TO:

KMART MANAGEMENT CORP
ATTN: TEAM 42
4849 GREENVILLE AVE.
SUITE 1100
DALLAS TX 75206-4166

SHIPPED TO:

BIG K/K-MART DIST.CTR.#8275
MORRIVILLE DIST CENTER
1 KRESGE RD. PENN WARNER
FAIRLESS HILLS PA 19030

REMIT TO: Page 1 of 1

THE J.M. SMUCKER COMPANY
39198 TREASURY CENTER
CHICAGO IL 60694-9100

IF THESE GOODS ARE EXPORTED FROM THE UNITED STATES, THE EXPORTER IS REQUIRED TO COMPLY WITH ALL UNITED STATES GOVERNMENT EXPORT REGULATIONS. DIVERSION CONTRARY TO UNITED STATES LAW IS PROHIBITED.

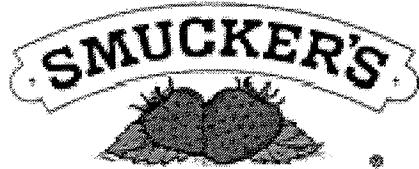
| CUSTOMER NO | SHIPPED FROM | SHIPPED VIA | SHIPDATE | F.O.B. | DSM | SHIPMENT METHOD | REMIT TO: Page 1 of 1 | |
|---------------|---------------|----------------------|-------------|--------------------------------|-----------------|------------------|--|--------------|
| 2015301 | 702 DSC - AL | NEW ENGLAND MOTOR FR | 09/20/18 | FOB DESTINATION | 91150 | TRUCK | THE J.M. SMUCKER COMPANY 39198 TREASURY CENTER CHICAGO IL 60694-9100 | |
| ORDERED | SHIPPED | DESCRIPTION | | BROKER | UNIT PRICE | DEDUCTION/CHARGE | NET PRICE | TOTAL AMOUNT |
| 120 | 120 | 2550020300 | FOLGERS | FG 5.08OZ CLS RST 18KCUP 4CT | 9012200 | 39.48 | 39.48 | 4737.60 |
| 14 | 14 | 2550020529 | FOLGERS | FG 25.4OZ CAF GR BRKFST BLEND | 9012200 | 49.86 | 49.86 | 698.04 |
| 336 | 336 | 2550020421 | FOLGERS | FG 30.5 OZ CAF GR CLS RST | 9012200 | 52.80 | 52.80 | 17740.80 |
| 20 | 20 | 5150005711 | SMUCKER | SM 20 OZ SQUEEZE GRAPE JELLY | 9012200 | 21.96 | 21.96 | 439.20 |
| 224 | 224 | 2550020165 | FOLGERS | FG 11.3OZ CAF CLS RST CAN 6CT | 9012200 | 20.28 | 20.28 | 4542.72 |
| 75 | 75 | 2550081121 | FOLGERS | FG 3OZ 12/19CT CAF SINGLES REG | 9012200 | 42.48 | 42.48 | 3186.00 |
| 20 | 20 | 2550020629 | FOLGERS | FG 8OZ CAF INSTANT 6CT | 9012200 | 28.32 | 28.32 | 566.40 |
| 63 | 63 | 7447101720 | BUSTELO | BS 10 OZ BRICK | 9012200 | 76.32 | 76.32 | 4808.16 |
| 91 | 91 | 2550000288 | FOLGERS | FG 23OZ DECAF GR SMPLY SMTH | 9012200 | 46.86 | 46.86 | 4264.26 |
| UNITS ORDERED | UNITS SHIPPED | BILLWEIGHT | SHIP WEIGHT | INVOICE GROSS | SALES DEDUCTION | FREIGHT | NET AMOUNT | INV.TOTAL |
| 963 | 963 | 09000 | 9098.6 | 40983.18 | | | 40983.18 | 40983.18 |

CASH DISCOUNT ALLOWED ONLY IF PAYMENT IS RECEIVED WITHIN PERIOD SPECIFIED. OTHER DEDUCTIONS ARE NOT ALLOWED UNLESS AGREED TO IN WRITING BY US. ALL CLAIMS MUST BE MADE WITHIN 10 DAYS OF RECEIPT OF GOODS AND SUPPORTED BY NECESSARY DOCUMENTATION. PRICING OR ALLOWANCE CLAIMS MUST BE MADE WITHIN ONE YEAR FROM INVOICE DATE. THIS INVOICE BECOMES IMMEDIATELY DUE AND PAYABLE IN EVENT OF INSOLVENCY OF BUYER OR BREACH OF PAYMENT TERMS OR OTHER AGREEMENT TERMS AND CONDITIONS.

THE PERISHABLE AGRICULTURAL COMMODITIES LISTED ON THIS INVOICE ARE SOLD SUBJECT TO THE STATUTORY TRUST AUTHORIZED BY SECTION 5(C) OF THE PERISHABLE AGRICULTURAL COMMODITIES ACT, 1930 (7 U.S.C. 499C(C)). THE SELLER OF THESE COMMODITIES RETAINS A TRUST CLAIM OVER THESE COMMODITIES, ALL INVENTORIES OF FOOD OR OTHER PRODUCTS DERIVED FROM THESE COMMODITIES, AND ANY RECEIVABLES OR PROCEEDS FROM THE SALE OF THESE COMMODITIES UNTIL FULL PAYMENT IS RECEIVED.

Pg 8 of 9 SMUCKER RETAIL FOODS, INC
CORPORATE OFFICES
ORRVILLE, OHIO 44667
Phone (330) 684-3000

Exhibit A



INVOICE

SOLD TO:

KMART MANAGEMENT CORP
ATTN: TEAM 42
4849 GREENVILLE AVE.
SUITE 1100
DALLAS TX 75206-4166

SHIPPED TO:

BIG K/K-MART DIST.CTR. #8292
OCALA DISTRIBUTION CENTER
655 SOUTHWEST 52ND AVE.
OCALA FL 34474

| Invoice Number | Invoice Date |
|---------------------|--------------|
| 70185088 | 09/21/18 |
| Terms of Sale | |
| 2/15 NET 16 | |
| Customer P.O. | |
| 08292262147 | |
| Requested Del. Date | Order Date |
| 09/24/18 | 09/05/18 |

REMIT TO: Page 1 of 1

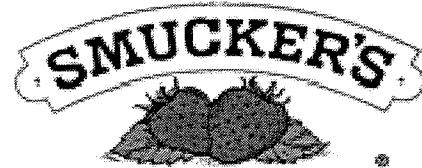
THE J.M. SMUCKER COMPANY
39198 TREASURY CENTER
CHICAGO IL 60694-9100

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| CUSTOMER NO | SHIPPED FROM | SHIPPED VIA | SHIPMENT METHOD | | | | | |
|----------------------|--------------|--------------|--|----------|------------|------------------|-----------|--------------------|
| 2015311 | 703 DSC - FA | OLD DOMINION | FOB DESTINATION | | 91150 | TRUCK | | |
| ORDERED | SHIPPED | DESCRIPTION | | BROKER | UNIT PRICE | DEDUCTION/CHARGE | NET PRICE | TOTAL AMOUNT |
| 273 | 273 | 2550020421 | FOLGERS FG 30.5 OZ CAF GR CLS RST | 9012200 | 52.80 | | 52.80 | 14414.40 |
| 20 | 20 | 7447111500 | BUSTELO BS 6.67OZ ESPRESSO 18KCUP 4CT | 9012200 | 39.48 | | 39.48 | 789.60 |
| 30 | 30 | 2550081121 | FOLGERS FG 3OZ 12/19CT CAF SINGLES REG | 9012200 | 42.48 | | 42.48 | 1274.40 |
| 45 | 45 | 7447101720 | BUSTELO BS 10 OZ BRICK | 9012200 | 76.32 | | 76.32 | 3434.40 |
| 56 | 56 | 8133400047 | DUNKIN DONUTS DD 12 OZ CAF GR FRENCH VANILLA | 9012200 | 36.90 | | 36.90 | 2066.40 |
| UNITS ORDERED | | | | | | | | |
| 424 | 424 | 04000 | 4979.7 | 21979.20 | | | 21979.20 | INV.TOTAL 21979.20 |

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INVOICE

SMUCKER RETAIL FOODS, INC
CORPORATE OFFICES
ORRVILLE, OHIO 44667
Phone (330) 684-3000

SOLD TO:

KMART MANAGEMENT CORP
ATTN: TEAM 42
4849 GREENVILLE AVE.
SUITE 1100
DALLAS TX 75206-4166

SHIPPED TO:

BIG K/K-MART DIST.CTR. #8292
OCALA DISTRIBUTION CENTER
655 SOUTHWEST 52ND AVE.
OCALA FL 34474

REMIT TO: Page 1 of 1

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| CUSTOMER NO | SHIPPED FROM | SHIPPED VIA | SHIPDATE | F.O.B. | DSM | SHIPMENT METHOD | | |
|---------------|---------------|--------------|---------------|--------------------------------|-----------------|------------------|------------|--------------|
| 2015311 | 703 DSC - FA | OLD DOMINION | 09/20/18 | FOB DESTINATION | 91150 | TRUCK | | |
| ORDERED | SHIPPED | DESCRIPTION | | BROKER | UNIT PRICE | DEDUCTION/CHARGE | NET PRICE | TOTAL AMOUNT |
| 20 | 20 | 2550020300 | FOLGERS | FG 5.08OZ CLS RST 18KCUP 4CT | 9012200 | 39.48 | | 39.48 |
| 252 | 252 | 2550020421 | FOLGERS | FG 30.5 OZ CAF GR CLS RST | 9012200 | 52.80 | | 52.80 |
| 40 | 40 | 5150005711 | SMUCKER | SM 20 OZ SQUEEZE GRAPE JELLY | 9012200 | 21.96 | | 21.96 |
| 112 | 112 | 2550020165 | FOLGERS | FG 11.3OZ CAF CLS RST CAN 6CT | 9012200 | 20.28 | | 20.28 |
| 60 | 60 | 2550020629 | FOLGERS | FG 8OZ CAF INSTANT 6CT | 9012200 | 28.32 | | 28.32 |
| 35 | 35 | 2550000288 | FOLGERS | FG 23OZ DECAF GR SMPLY SMTH | 9012200 | 46.86 | | 46.86 |
| 28 | 28 | 8133400046 | DUNKIN DONUTS | DD 12 OZ CAF GR ORIGINAL BLEND | 9012200 | 36.90 | | 36.90 |
| UNITS ORDERED | UNITS SHIPPED | BILLWEIGHT | SHIP WEIGHT | INVOICE GROSS | SALES DEDUCTION | FREIGHT | NET AMOUNT | INV.TOTAL |
| 547 | 547 | 05000 | 5587.3 | 21617.46 | | | 21617.46 | 21617.46 |

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